

**ORANGE COUNTY TRANSPORTATION AUTHORITY
CODE OF CONDUCT**

1. **Values.** The Orange County Transportation Authority (OCTA) is a public agency that shall conduct its business with integrity in an honest and ethical manner. For purposes of the Code of Conduct, OCTA employees shall mean and include employees, members of the Board of Directors and agents of OCTA. OCTA employees shall comply with the letter and spirit of this policy and the law. Any attempt to evade or circumvent any requirements of this policy or of any rules or laws applicable to OCTA and its employees is improper.
2. **Business Conduct.** OCTA employees shall conduct the OCTA's business in compliance with the law, regulations, OCTA policies, and good judgment based on OCTA's values and goals. OCTA employees shall avoid speech or behavior that is likely to create an appearance of impropriety.
3. **Professionalism.** It is up to each OCTA employee to maintain a professional, safe, and productive work environment. OCTA employees shall treat each other professionally and with courtesy at all times. Differences of opinion on work issues should be expressed in a constructive manner that promotes sharing ideas and effective teamwork to resolve problems to meet the challenges of OCTA.
4. **Nondiscrimination.** No person shall be discriminated against in employment because of race, color, creed, religion, sex, ancestry, age, national origin, marital status, sexual orientation, veteran status, physical or mental disability, or any other status protected by applicable federal or state statutes, except where a bona fide occupational qualification applies.
5. **Workplace Harassment.**
 - A. No OCTA employee or person associated with the OCTA shall engage in sexual harassment. Sexual harassment includes any sexual advances or requests for sexual favors which are unwelcome or where submission to or rejection of such conduct is used as the basis for employment or business decisions. Sexual harassment also includes verbal, visual and/or physical conduct of sexual nature, which creates an intimidating, hostile, or offensive working environment.
 - B. No OCTA employee or person associated with OCTA shall engage in harassment based on race, color, creed, religion, sex, ancestry, age, national origin, marital status, physical or mental disability, or any other status protected by applicable federal or state statutes. Harassment includes verbal, visual, and/or physical conduct. Such conduct constitutes harassment when the submission to the conduct is made an explicit or implicit condition of employment, submission to or rejection of the conduct is used as the basis for an employment decision, or the harassment interferes

with an employee's work performance or creates an intimidating hostile or offensive work environment.

6. **Relationships with Contractors.** OCTA business shall be conducted in a manner above reproach, with impartiality, and without bias. Particularly in relationships with contractors and potential contractors, OCTA employees must avoid any actual or appearance of conflict of interest or impropriety.

7. **Use of OCTA Assets.**

A. OCTA employees shall not use any OCTA assets for personal gain or for any purpose other than OCTA business. OCTA assets include, but are not limited to, time, facilities, equipment, stationery, records, mailing lists, supplies, badges, vehicles, prestige, or influence.

B. OCTA telephones, computers, e-mail, and internet access are provided for the purpose of conducting OCTA business. Subject to the restrictions in this section and if permitted by the employee's supervisor, some occasional and limited personal use is allowed so long as it does not interfere with the performance of the employee's duties and does not result in any additional expense to OCTA. However, OCTA telephones, computers, e-mail, or internet access shall not be used for e-mail chain letters, for religious or political advocacy, for excessive personal communications, for personal financial gain, to seek outside employment, for any purpose that could reasonably be viewed as abusive, harassing, hostile, or intimidating to OCTA customers or employees, to access entertainment or sexually explicit sites, or for any use otherwise prohibited by law. OCTA reserves the right to monitor and review all records of usage by OCTA employees of any OCTA assets. No use of OCTA telephones, computers, e-mail or internet access, or use of any other OCTA asset shall be private to the employee, and no OCTA employee shall be given any basis for an expectation of privacy in any such use.

8. **Confidential Information.** OCTA employees shall maintain the confidentiality of any confidential information related to contracts, construction, procurement, litigation strategy, personnel files, employee medical information or other proprietary information to which they have access through their employment with OCTA. Such confidentiality shall be maintained during and after employment with OCTA. OCTA employees shall not use confidential information for any purpose other than in the performance of their job for the benefit of OCTA. Confidential information shall only be disclosed to authorized persons.

9. **Gifts.**

A. OCTA employees or immediate family members shall neither solicit nor accept gifts, gratuities, favors, or anything of monetary value, except unsolicited items of nominal intrinsic value, from any OCTA contractor, subcontractor, bidder, or proposer for an OCTA contract which is

federally-funded. A bidder/proposer is a party which has submitted a bid or proposal for an active procurement which has not been awarded or otherwise concluded.

- B. Designated OCTA employees may not accept gifts totaling more than \$440, or such amount allowed pursuant to Government Code Sections 89502 and 89503 as adjusted biennially, in a calendar year from a single source other than one identified in paragraph A above. Designated employees must report such gifts totaling 50 dollars (\$50) or more from a single source, in a calendar year on their annual Statements of Economic Interests according to state law.
- C. For purposes of this Code, a gift shall have the meaning it is defined to have in the California Political Reform Act (Act) and the regulations issued pursuant to the Act.

10. Conflicts of Interest.

- A. A conflict of interest, or at least an appearance of impropriety, exists when the interests, investments, outside employment or personal enterprises of the employee or a member of his or her immediate family could compromise the employee's duty of loyalty, or otherwise conflict with, or appear to conflict with his or her job performance, objectivity, impartiality or ability to make fair business decisions in the best interest of the OCTA. A conflict of interest may arise in any situation in which an OCTA employee is in a position where he or she could use his or her contacts or position in the agency to advance the private business or financial interests of the employee or his or her immediate family, whether or not at the expense of OCTA. An OCTA employee may also have a conflict of interest if called upon to make a decision concerning a person or entity that the employee worked for during the previous twelve months.
- B. An OCTA employee who has a conflict of interest shall not participate in the making of any decision or contract in which the employee has a financial interest. Any OCTA employee with such a conflict of interest must disqualify himself or herself from making, participating in the making, or in any way attempting to use his or her official position to influence OCTA's decision in which he or she knows, or has reason to know, that he or she has a financial interest. An OCTA employee should also be disqualify himself or herself from participating in an OCTA decision where the employee does not have a disqualifying financial interest, but where the making of the decision will have some other significant effect on the employee, a member of his or her immediate family.
- C. Any OCTA employee who may have a conflict of interest as described in paragraphs A or B relative to a prospective contractor, subcontractor, bidder or contract, or any other OCTA decision or issue, at the earliest possible time, must advise his or her supervisor of the possible conflict of

interest.

- D. Upon request, the General Counsel shall advise an OCTA employee and his or her supervisor regarding whether it is appropriate for the OCTA employee to participate in a decision involving a possible conflict of interest.

11. **Incompatible Activities.** No OCTA employee shall engage in any outside activity that is inconsistent, incompatible, or that interferes with his or her ability to efficiently and effectively carry out his or her OCTA duties. Incompatible activities include, but are not limited to, any of the following:

- A. The use for private gain or advantage of the employee's OCTA time, facilities, equipment or supplies, or the badge or uniform, prestige or influence of the employee's OCTA employment;
- B. Receipt or acceptance by the employee of any money or other consideration from anyone other than OCTA for the performance of an act which the employee, if not performing such act, would be required or expected to render in the regular course or hours of OCTA employment or as part of the employee's duties;
- C. Time demands from outside activities that would interfere with the ability of the OCTA employee to devote his or her full work time, attention, and efforts to his or her OCTA duties.

12. **Public Members of Board of Directors.** The provisions of Government Code Section 87406.3 shall apply with equal force and effect to each individual who is appointed as a public member of the OCTA Board of Directors, the same as members of the Board of Directors who are elected officials.

This means that a public member of the Board of Directors shall not, for a period of one year after leaving that office, act as an agent or attorney for or otherwise represent, for compensation, any other person, by communicating with an OCTA employee if the communication is made for the purpose of influencing administrative or legislative action or proceeding involving the issuance amendment, awarding, or revocation of a permit, license, grant, or contract, or the sale or purchase of goods or property.

13. **Duty to Report.** Each OCTA employee is obligated to report to his or her supervisor, the Internal Auditor, Labor and Employee Relations staff, the Chief Executive Officer, or the General Counsel any facts made known to the employee which show that an OCTA contractor or OCTA employee has engaged in business practices regarding an OCTA matter which appear to be unethical, or which may violate this policy or any applicable state or federal law.

14. **Whistleblower Protection.** OCTA is committed to fair treatment of all its employees and recognizes its responsibility under state and federal law to protect from punishment and harassment any person who reports a potential ethics issue, whether or not the allegation is found to have merit. The report may be made anonymously. OCTA shall not take any action or threaten any action against any OCTA employee as a reprisal for making a report under section 13 above, unless the report was made or the information was disclosed with the knowledge that it was false or with willful disregard for its truth or falsity.
15. **Ethics Hotline.** OCTA shall maintain a telephone Ethics Hotline number for any employee, vendor, or member of the public to anonymously report any suspected fraud, waste, abuse, illegal or unethical behavior. The report shall be confidential. Reports to the Ethics Hotline will be administered by Internal Audit for review and investigation by the appropriate department.
16. **Compliance and Enforcement.**
 - A. All OCTA employees have a responsibility to conduct OCTA's business in compliance with this policy. The General Counsel shall investigate alleged violations of this policy. In the event the General Counsel determines that a violation has occurred then the General Counsel's findings shall be reported to the Chief Executive Officer who shall take such action, which may include notification to the Board of Directors, as is appropriate under the circumstances. Any violation of a provision of this policy which is based upon a state or federal law may also be enforced by any appropriate enforcement agency.
 - B. A violation of this policy by an OCTA employee may result in the imposition of discipline, up to and including dismissal. The appropriate discipline will be determined by the employee's supervisor in consultation with the division executive director of the organization unit in which the employee works and the Executive Director of Human Resources and Organizational Development. The discipline imposed will depend upon the severity of the violation and may be progressive unless the violation is determined to be so serious as to warrant more severe action initially. The imposition of discipline by OCTA for a violation of this policy, which such violation is also a violation of state or federal law, shall not affect the ability of any appropriate prosecutorial agency to seek the imposition of any penalty allowed by law for such violation.
17. **Acknowledgement of Receipt of Code of Conduct.** Each new OCTA employee shall receive a copy of this policy upon commencement of employment and shall sign an acknowledgement of receipt. Thereafter, the employee shall receive a copy of this policy once every two (2) years and the employee shall sign an acknowledgement.

18. **Administration of Code of Conduct.** The Human Resources Department shall be responsible for the administration of this Code of Conduct and maintenance of employee acknowledgements of receipt.

Adopted: July 13, 2009
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